

EXHIBIT "E"

**DEFENDANTS' 1/22/2009 RESPONSE TO NOTICE OF DEFAULT
AND LETTER TO SYSTEM FRANCHISEES**



ncapurro@majesticpainters.com
01/22/2010 03:52 PM

To: Dsiegle@certapro.com
cc: ajowid@certapro.com, cchase@certapro.com
bcc:
Subject: Nick Capurro, RE: Letter of non compliance

David,

I received your certified letter of my non compliance.

In the weeks preceding Christmas Rich Hoffman, your representative and General Manager, made it clear that Certapro Painters had no desire to continue our working and business relationship and Rich offered me several different settlement options. Rich asked for an answer by the end of the year.

I made my intentions known to Rich Hoffman to not work under the agreement prior to December 31, 2009.

As California is a right to work state, I feel that I have a legitimate right to work in any trade that supports my family.

I have completely removed any and all traces of Certapro in my life and business. Additionally, I have sent a letter to the surrounding franchise owners letting them know of my situation. I have no reason or desire to compete with, against or use trademarked materials and tools of Certapro in my future endeavors.

All I want to do is to rebuild my life from the ashes that are left behind as a result of putting my investment capital and energies towards an enterprise like Certapro Painters.

I have attached the letter that I sent to neighboring Franchisees for your benefit as I don't want any misunderstandings, on my part or my intentions as it relates to those business owners in my surrounding communities.

Part two of this discussion is obviously going to be amount monies. I consider that aspect a separate discussion, but not one of a legal issue as it relates to the agreement and as to me applying a trade to support my family. In layman terms, I suspect that like a divorce of two people, an agreement can be made to part ways, while financial terms are discussed and worked out to resolution.

I'd like things to end in a professional, peaceful and amiable fashion. I suspect you'd like the same.

Warm Regards,

Nick Capurro

Terry, Lad, Soumil, Ed, Scott, Steve;

I wanted to write and notify you that I am no longer working as or part of Certapro Painters. Over the last several months, Rich Hoffman (Certapro GM), and I talked about the possibility of parting ways due to low revenue numbers which effected my ability to pay minimum royalties now and into 2010-2011 year.

After some spirited discussions, I was given a couple of options of which there was really only one true option as they were presented. I made notification to Rich Hoffman prior to December 31, 2009 by voice mail and email that I was no longer going to operate under the Certapro name and structure. It was my hope and intention that an announcement at the very least to local distributors would be made at the annual conference. However, I'm finding that has not been the case, so I wanted to take the opportunity here to do so.

I have been given a cease and desist order by Certapro counsel, but for obvious reasons I will continue to apply my trade as I see fit under California law.

My point in this email is to let you, whom I have personally met and worked with, is that I intend to continue to paint. I no longer have any signage, markings, or memorabilia with the Certapro name on it. I have purchased new estimation software and no longer receive leads, or make any proposals or judgements with Certapro trademarked materials.

I am choosing to operate in a very low key, low footprint manner by which we take one job at a time with the minimum amount of employees. I am most happy and comfortable in this model and it allows me more time with my family, which is my most valuable commodity.

As some of you know, forming a corporation and building a company which produced gross sales of 5 million dollars was my initial goal. It proved much more costly than I could have imagined. I lost my wife, my home, and almost my family. It has only been through brute force determination and a willingness to survive for my kids that I have been able to scrape enough humility and pride to continue to move forward with my life.

I tell you all this so that you understand where I'm coming from and that you understand that I would do nothing to harm your businesses or reputations. It's actually quite the contrary, I truly respect what each of you has built and wish you continued success in your endeavors.

Warm regards,

Nick Capurro
